

REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number 1213331
Invoice Date 11/19/04
Client Number 172573

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Re: W. R. Grace & Co.

(60026) Litigation and Litigation Consulting

Fees	2,061.50
Expenses	0.00

TOTAL BALANCE DUE UPON RECEIPT	\$2,061.50
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 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 1213331
 Invoice Date 11/19/04
 Client Number 172573
 Matter Number 60026

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Re: (60026) Litigation and Litigation Consulting

FOR PROFESSIONAL SERVICES PROVIDED THROUGH OCTOBER 31, 2004

Date	Name		Hours
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10/06/04	Muha	Docket research for information on Grace/KWELMBS settlement agreement.	1.90
10/15/04	Muha	Docket research for motions to extend time for Debtor to file plan of reorganization.	.30
10/21/04	Cameron	Review expert depositions from asbestos litigation against third-party nondebtor (1.3); e-mails regarding same (0.3).	1.60
10/22/04	Bentz	Review of agenda for omnibus hearing.	.40
10/27/04	Cameron	Review of materials relating to Grace Plan and asbestos litigation (0.6); e-mails regarding same (0.2).	.80
10/27/04	Lord	Update 2002 service list.	.30
10/31/04	Cameron	Review materials from R. Finke regarding Libby.	.50
		TOTAL HOURS	5.80

172573 W. R. Grace & Co.
60026 Litigation and Litigation Consulting
November 19, 2004

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TIME SUMMARY	Hours	Rate	Value
Douglas E. Cameron	2.90 at \$ 465.00 =		1,348.50
James W Bentz	0.40 at \$ 370.00 =		148.00
Andrew J. Muha	2.20 at \$ 235.00 =		517.00
John B. Lord	0.30 at \$ 160.00 =		48.00
CURRENT FEES			2,061.50
TOTAL BALANCE DUE UPON RECEIPT			----- \$2,061.50 =====

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W. R. Grace
5400 Broken Sound Blvd., N.W.
Boca Raton, FL 33487

Invoice Number 1213332
Invoice Date 11/19/04
Client Number 172573

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Re: W. R. Grace & Co.

(60028) ZAI Science Trial

Fees	122,902.00
Expenses	0.00

TOTAL BALANCE DUE UPON RECEIPT	\$122,902.00
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 Tax ID# 25-0749630

W. R. Grace
 5400 Broken Sound Blvd., N.W.
 Boca Raton, FL 33487

Invoice Number 1213332
 Invoice Date 11/19/04
 Client Number 172573
 Matter Number 60028

Re: (60028) ZAI Science Trial

FOR PROFESSIONAL SERVICES PROVIDED THROUGH OCTOBER 31, 2004

Date	Name	Hours
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10/01/04	Atkinson Assist J. Butcher with organizing pleadings binders for October 18 summary judgment hearing (0.7); locate transcript in other litigation for J. Restivo (0.2); documents for D. Cameron re: outline for preparation for October 18 hearing (1.3).	2.20
10/01/04	Bentz Review materials to prepare for ZAI Science Trial summary judgment motions hearing.	2.50
10/01/04	Butcher Revise agenda to correspond with binders submitted to the court in preparation for ZAI Science Trial oral argument.	2.30
10/01/04	Cameron Review briefs filed in ZAI Science Trial and summary list of court filings.	1.80
10/03/04	Cameron Review multiple briefs in preparation for ZAI Science Trial argument.	2.00
10/04/04	Atkinson E-mail to Sara Schramm requesting deposition transcripts in other litigation, to aid in preparation for ZAI Science Trial argument.	.20

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 60028 ZAI Science Trial
 November 19, 2004

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Date	Name	Hours
10/04/04	Bentz	Review materials for preparation for ZAI Science Trial summary judgment motions hearing. 1.20
10/04/04	Cameron	Review briefs, appendices and summary of court filings to prepare for oral argument. 2.50
10/04/04	Flatley	E-mails to schedule meeting (.10); call with R. Senftleben and follow-up on call (.50); review J. Restivo memo re: science trial issues (.60). 1.20
10/04/04	Restivo	Preparation for ZAI Science Trial summary judgment argument. 2.00
10/05/04	Bentz	Prepare for (0.3) and attend parts of preparation meeting (1.9) for ZAI Science Trial hearing. 2.20
10/05/04	Butcher	Attend parts of Reed Smith/ZAI Science Trial team meeting (.60); meeting with J. Restivo re: preparation for argument (.40); revise hearing agenda (.30); review cases to aid in preparation for argument (.90). 2.20
10/05/04	Cameron	Prepare for (0.6) and attend meeting with J. Restivo regarding oral argument preparation and strategy (1.8); review of briefs and appendix for oral argument (1.9); telephone call with R. Finke and e-mails regarding oral argument preparation (0.9). 5.20
10/05/04	Flatley	Review medical articles and commentary on them (.90); meetings with J. Restivo, D. Cameron and J. Bentz to discuss strategy for summary judgment hearing and short follow-up (1.60). 2.50
10/05/04	Restivo	Strategy meetings for preparation for hearing (2.4); calls to client re: same (1.0); preparation for argument (3.6). 7.00

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Date	Name		Hours
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10/06/04	Bentz	Continue preparation for ZAI Science Trial summary judgment motions hearing.	4.80
10/06/04	Butcher	Draft memorandum re: summary of dust sample cases (2.60); gather materials in preparation for summary judgment argument (3.30).	5.90
10/06/04	Cameron	Review draft inserts from J. Bentz (0.9); meet with J. Restivo regarding science trial argument preparation (0.8); review legal research regarding same (1.9).	3.60
10/06/04	Flatley	Preparation of memo for J. Restivo on certain summary judgment argument issues.	1.90
10/06/04	Restivo	Prepare Science Trial hearing agenda for Court (1.5); telephone calls and emails with R. Turkewitz and E. Westbrook (.5); preparation for argument (1.0).	3.00
10/07/04	Atkinson	Work on locating documents for preparation for October 18 hearing.	.60
10/07/04	Bentz	Preparation for ZAI Science Trial hearing, including review of case law regarding various issues relating to Consumer Protection Act claims.	5.30
10/07/04	Cameron	Review briefs and research regarding preparation for summary judgment argument (1.4); review J. Restivo summary regarding same (0.9).	2.30
10/07/04	Condo	Conference with J. Butcher in relation to materials for Science Trial summary judgment argument.	.30
10/07/04	Flatley	Revise memo to J. Restivo re: certain summary judgment argument issues.	.80
10/07/04	Restivo	Review binders of documents on the record for argument.	5.80

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Date	Name		Hours
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10/08/04	Atkinson	Letter to counsel enclosing Henry Anderson deposition transcript.	.40
10/08/04	Bentz	Review of Consumer Protection Act case law in preparation for ZAI Science Trial argument.	2.30
10/08/04	Flatley	Review briefs re: ATSDR issue.	.30
10/08/04	Restivo	Continue review of binders of documents on the record for argument.	2.50
10/09/04	Cameron	Continue review of briefs and summary judgment record in preparation for oral argument.	3.40
10/10/04	Cameron	Prepare for ZAI Science Trial oral argument.	2.80
10/11/04	Atkinson	Pull materials from CFR/Federal Register for D. Cameron, in preparation for October 18 hearing.	.50
10/11/04	Bentz	Preparation for ZAI Science Trial, including review of case law regarding contamination, epidemiological evidence and anecdotal evidence.	7.90
10/11/04	Butcher	Gather research and documents for argument on Motions for Summary Judgment.	2.10
10/11/04	Cameron	Meetings with J. Restivo regarding science trial oral argument preparation (0.9); multiple e-mails and telephone calls with R. Finke regarding same (1.1); prepare summaries of testimony, reports and argument for science trial argument preparation (7.8); review and comment on J. Restivo oral argument summary memo (0.8).	10.60
10/11/04	Flatley	Outlines for J. Restivo on various issues for summary judgment oral argument.	2.50

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Date	Name	Hours
10/11/04	Hagen	2.00
	Obtain for J. Butcher the preamble to 1992 Final Rule on Occupational Exposure to Asbestos, Tremolite, Anthophyllite and Actinolite and Intro to 29 CFR Parts 1910 and 1926 (OSHA report on exclusion of cleavage fragments from OSHA asbestos regulations).	
10/11/04	Restivo	4.70
	Continue review of binders of documents on the record for oral argument.	
10/12/04	Atkinson	1.10
	Review files for Crutcher and Lee hearing and deposition testimony in Barbanti case, and locate Statement On The Merits to assist in preparation for ZAI Science Trial (0.6); copies of Lee, Anderson expert files to D. Cameron (0.2); copy of case list and Celotex case to J Bentz to prepare for Science trial (0.3).	
10/12/04	Bentz	7.70
	Preparation for ZAI Science Trial, including preparation of memoranda in response to various arguments made by claimants.	
10/12/04	Butcher	1.30
	Meeting with K. Condo re: CSX case (.30); search for CSX case (.70); revise memorandum of summary of cases (.30).	
10/12/04	Cameron	10.80
	Multiple meetings and telephone calls with J. Restivo regarding science trial argument preparation (2.1); e-mails and telephone call with R. Finke regarding same (0.8); prepare and revise extensive legal and factual summaries on multiple issues for argument on Motion for Summary Judgment (5.9); review of record evidence for oral argument preparation (2.0).	
10/12/04	Condo	.30
	Review file for materials on various epidemiological and scientific testing issues.	

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Date	Name	Hours	
10/12/04	Restivo	Telephone calls to client (1.1); continue argument preparation (6.3).	7.40
10/13/04	Atkinson	Prepare demonstrative vermiculite exhibit for hearing (1.4); copy of EPA 1985 Versar report to D. Cameron (0.2).	1.60
10/13/04	Bentz	Preparation for ZAI Science Trial, including review of case law regarding contamination and epidemiological evidence.	4.80
10/13/04	Butcher	Review draft outline for summary judgment argument.	.30
10/13/04	Cameron	Review of record and continued preparation and revisions to several legal and factual summaries for oral argument preparation (4.8); review draft of argument outline and provide comments (1.4); e-mails and telephone calls with R. Finke regarding same (0.4); meet with J. Restivo regarding same (0.5); meet with L. Flatley regarding same (0.3).	7.40
10/13/04	Flatley	E-mails to J. Restivo re: information for argument (.20); reviewing and outlining issues for J. Restivo (.50); meet with J. Restivo re: argument issues (.20); e-mail re: argument issues outline (.40); meet with D. Cameron re: argument strategy (.40).	1.70
10/13/04	Restivo	Continue to review materials and prepare argument for ZAI Science Trial hearing.	8.00
10/14/04	Bentz	Preparation for presentation of ZAI Science Trial (1.1); attend major strategy meeting with R. Finke, J. Restivo, L. Flatley and D. Cameron in preparation for ZAI Science Trial (4.3).	6.40

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 60028 ZAI Science Trial
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Date	Name	Hours
10/14/04	Cameron	10.10
	Prepare and revise additional case law and factual outlines and summaries for oral argument (1.9); extensive review of record relating to same (2.8); prepare for and attend major strategy meetings with in-house counsel, J. Restivo, L. Flatley and J. Bentz regarding oral argument preparation (4.3); meet with J. Restivo and R. Finke regarding argument, scheduling and issues with the court (1.1).	
10/14/04	Flatley	2.50
	Attend part of meeting with R. Finke, J. Restivo, D. Cameron and J. Bentz re: strategy and preparation for summary judgment oral argument.	
10/14/04	Restivo	12.00
	Major strategy meeting with in-house and Reed Smith attorneys to prepare for hearing (4.3); continue preparation for oral argument (6.5); obtain emergency extension of time (1.2).	
10/15/04	Atkinson	1.40
	Assist and prepare bench binder for October 18 hearing (0.6); copy articles and other materials for W.R. Grace hearing preparation (0.8).	
10/15/04	Bentz	4.30
	Prepare argument on Claimants' motion for partial summary judgment on consumer protection act claims.	
10/15/04	Cameron	8.10
	Review draft outlines of oral argument and comment (1.4); continued preparation for oral argument on 10/18 (2.9); meet with J. Restivo regarding same (0.8); revisions to case law and record summaries (2.3); multiple telephone calls with counsel for claimants, Grace in-house counsel and J. Restivo (0.7).	

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 60028 ZAI Science Trial
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Date	Name	Hours
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10/15/04	Flatley	Meet with D. Cameron re: hearing status (.20); meet with J. Restivo re: argument preparation (.20). .40
10/15/04	Restivo	Continue preparation for argument on summary judgment motions (5.6); calls with Westbrook, Siegel and Cameron (0.9). 6.50
10/16/04	Bentz	Continued work on argument for ZAI Science Trial motions for summary judgment. 5.30
10/16/04	Cameron	Review of Motion to Exclude Testimony of Rich Lee and revise summary of argument (2.1); various e-mails regarding argument (0.5). 2.60
10/16/04	Flatley	D. Cameron e-mail and e-mail to J. Restivo, et al. (.10); call with D. Cameron re: argument issues (.20). .30
10/16/04	Restivo	Continue preparation for ZAI Science Trial summary judgment argument. 3.00
10/17/04	Atkinson	Assist with notebooks, exhibit for October 18 hearing on summary judgment motions. 1.40
10/17/04	Bentz	Continued work on argument in ZAI Science Trial motions for summary judgment. 1.80
10/17/04	Butcher	Assist in preparation for oral argument. 2.10
10/17/04	Cameron	Prepare for and meet with J. Restivo regarding oral argument strategies (3.4); review and revise summary relating to R. J. Lee analysis (1.2); telephone call with Claimants' counsel and review supplemental claimant documents (1.9). 6.50
10/17/04	Restivo	Continue preparation for ZAI Science Trial summary judgment argument. 4.50

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Date	Name	Hours
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10/18/04	Atkinson	Copies of documents, materials for October 18 ZAI Science Trial hearing. .60
10/18/04	Bentz	Prepare for (3.0) and participate in (8.2) ZAI Science Trial. 11.20
10/18/04	Cameron	Prepare for and attend ZAI Science Trial oral argument (8.2); meetings with in-house counsel from W. R. Grace and Reed Smith team regarding hearing (2.2). 10.40
10/18/04	Flatley	E-mails and review E. Westbook documents (.30); meet with D. Siegel, R. Finke, J. Restivo, et al. prior to hearing for summary judgment argument (.30); meet with team during lunch break (.40); follow up on hearing (.40). 1.40
10/18/04	Restivo	Prepare for and attend ZAI Science Trial argument (8.2); meetings with in-house counsel and Reed Smith team re: hearing (1.8). 10.00
10/19/04	Bentz	Organizing ZAI Science Trial argument materials for future use. 1.00
10/19/04	Cameron	Organize materials for post-hearing submissions (0.9); meet with J. Restivo regarding same (0.4); review court submissions and exhibit books (1/4). 2.70
10/19/04	Restivo	Prepare post-hearing submissions to court. 1.40
10/20/04	Atkinson	Organize exhibits/materials from October 18th ZAI Science Trial hearing (0.3); e-mail to S. Schramm requesting additional transcripts from experts' depositions (0.5). .80
10/20/04	Cameron	Telephone call and e-mails regarding report on oral argument (0.3); review of supplemental exhibits for negotiations with claimants' counsel and e-mail with 1.20

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Date	Name		Hours
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		R. Finke regarding same (0.9).	
10/21/04	Atkinson	E-mails to D. Cameron attaching Dr. Ilgren and Dr. Lee deposition transcripts in other asbestos related litigation (0.2); paper copies of Lee, Ilgren depositions to D. Cameron, J. Butcher (0.2).	.40
10/21/04	Butcher	Review depositions of Grace expert witnesses Ilgren and Lee for preparation of post-hearing submissions.	.30
10/25/04	Cameron	Review transcript from hearing and e-mails regarding same.	.90
10/25/04	Restivo	Review transcript of ZAI Argument (2.0); review new pleadings (.5).	2.50
10/28/04	Restivo	Receipt and review of new emails, correspondence and pleadings regarding the ZAI Science Trial.	.70
TOTAL HOURS			290.40

TIME SUMMARY	Hours	Rate	Value
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James J. Restivo Jr.	81.00 at \$ 495.00 =		40,095.00
Lawrence E. Flatley	15.50 at \$ 470.00 =		7,285.00
Douglas E. Cameron	94.90 at \$ 465.00 =		44,128.50
James W Bentz	68.70 at \$ 370.00 =		25,419.00
Kathy K. Condo	0.60 at \$ 405.00 =		243.00
Jayme L. Butcher	16.50 at \$ 235.00 =		3,877.50
Maureen L. Atkinson	11.20 at \$ 145.00 =		1,624.00
Lori J. Hagen	2.00 at \$ 115.00 =		230.00

CURRENT FEES 122,902.00

TOTAL BALANCE DUE UPON RECEIPT \$122,902.00

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5400 Broken Sound Blvd., N.W.
Boca Raton, FL 33487

Invoice Number 1213299
Invoice Date 11/19/04
Client Number 172573

=====

Re: W. R. Grace & Co.

(60029) Fee Applications-Applicant

Fees	2,076.50
Expenses	0.00

TOTAL BALANCE DUE UPON RECEIPT \$2,076.50

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 5400 Broken Sound Blvd., N.W.
 Boca Raton, FL 33487

Invoice Number 1213299
 Invoice Date 11/19/04
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 Matter Number 60029

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Re: (60029) Fee Applications-Applicant

FOR PROFESSIONAL SERVICES PROVIDED THROUGH OCTOBER 31, 2004

Date	Name		Hours
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10/04/04	Falini	Reviewed Reed Smith's Certificate of No Objection to 37th Monthly Interim Period Fee Application.	.20
10/04/04	Lord	E-mail to A. Muha re: monthly fee application.	.10
10/04/04	Muha	Final revisions to August 2004 fee application.	.50
10/05/04	Falini	Review 38th Monthly Fee Application.	.20
10/05/04	Lord	E-file and perfect service for RS CNO re: 37th monthly fee application (.5); draft correspondence to R. Finke re: same (.1); review, revise and prepare RS 38th monthly fee application for e-filing and service (1.0)	1.60
10/08/04	Muha	Review and revise September 2004 fee and expense reports for fee application.	.80
10/13/04	Muha	Revisions to fee and expense details for September 2004 fee application.	.70

172573 W. R. Grace & Co.
 60029 Fee Applications-Applicant
 November 19, 2004

Invoice Number 1213299
 Page 2

Date	Name		Hours
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10/20/04	Muha	Revisions to expense detail for September 2004 fee application, including e-mails to billing department re: same.	.60
10/22/04	Muha	Review billing issues with June and July fee applications.	.30
10/25/04	Lord	Respond to e-mail from A. Muha re: monthly fee application.	.10
10/25/04	Muha	Finalize September 2004 monthly fee application (0.4); work on 14th quarterly fee application (1.1).	1.50
10/26/04	Lord	Review, revise and prepare RS 39th monthly fee application for e-filing and service.	.90
10/26/04	Muha	Attention to issue re: June 2004 fee application.	.10
10/27/04	Lord	Download and forward June CNO to Grace re: payment for same per D. Cameron (.3).	.30
10/27/04	Muha	Review CNO for June monthly fee application and fax same to Grace.	.20
10/28/04	Falini	Reviewed Reed Smith' 39th Monthly Interim Fee Application (0.3).	.30
10/28/04	Lord	Review, revise and prepare quarterly fee application for e-filing and service (.8); revise and e-file 39th monthly fee application (.6); perfect electronic and hard service for same (.4).	1.80
10/29/04	Lord	Research docket and draft CNO for 38th monthly fee application.	.40

		TOTAL HOURS	10.60

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